

THE
GREENBRIER
COMPANIES

The Greenbrier Companies, Inc.

One Centerpointe Drive Suite 200
Lake Oswego Oregon 97035
503 684 7000 Fax 503 684 7553

RECORDATION NO. 21834-E FILED

April 26, 2004

APR 28 '04

3-45 PM

SURFACE TRANSPORTATION BOARD

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, D.C. 20006



Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 are three (3) originals and two (2) photocopies of Schedule No. 6 dated December 1, 2004, to the Lease Agreement dated as of November 12, 1998, a secondary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

This document relates to the Lease Agreement dated as of November 12, 1998, which was duly filed and recorded on December 7, 1998, and assigned Recordation Number 21834.

The names and addresses of the parties to the enclosed document are:

Lessor: Greenbrier Leasing Corporation
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

Lessee: Canadian Pacific Railway Company
401 Ninth Avenue, S.W.
Calgary, Alberta T2P 4Z4
Canada

A description of the railroad equipment covered by the enclosed document is:

Twenty-eight (28) 73-foot, 110-ton, 286,000 lb. GRL, center partition flatcars, with nailable steel floors bearing reporting marks and

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numbers AOK 2000 through AOK 2008, AOK 2010, and AOK 2012
through AOK 2029.

Also enclosed is a payment of \$30 payable to the order of the Surface
Transportation Board covering the required recordation fee.

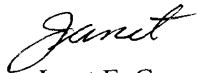
Kindly return stamped copies of the enclosed document not needed for your files
to the undersigned.

A short summary of the enclosed primary document to appear in the Board's
Index is:

Memorandum of Lease Agreement for Schedule No. 6 dated as of
November 12, 1998 between Greenbrier Leasing Corporation, Lessor,
and Canadian Pacific Railway Company, Lessee.

If you have any questions, please do not hesitate to call.

Sincerely,



Janet E. Germer
Executive Assistant

jeg
Enclosures

cc: Robert W. Alvord, Esq.

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

BETWEEN

GREENBRIER LEASING CORPORATION ("LESSOR")

AND

CANADIAN PACIFIC RAILWAY COMPANY ("LESSEE")

NOVEMBER 12, 1998

SCHEDULE NO. 6

DECEMBER 1, 2003

This Memorandum of Schedule No. 6 dated December 1, 2003 to a Lease Agreement made and entered into as of November 12, 1998 is by and between GREENBRIER LEASING CORPORATION, a Delaware corporation ("Lessor"), and CANADIAN PACIFIC RAILWAY COMPANY, a Canadian corporation ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor twenty-eight (28) 73-foot, 286,000 GRL, center partition flatcars, with nailable steel floors, marked and numbered AOK 2000 through AOK 2008, AOK 2010, and AOK 2012 through AOK 2029.
2. The Lease Agreement and Schedule No. 6 shall be effective as of the date first set forth hereinabove and shall be subject to the lease term set forth in Schedule No. 6

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

LESSOR:
GREENBRIER LEASING CORPORATION

BY: Norris M. Webb

NAME: Norris M. Webb

TITLE: Executive Vice President

DATE: 4/23/04

LESSEE:
CANADIAN PACIFIC RAILWAY COMPANY

BY: John M. Walsh

NAME: Vice President, Real Estate and Supply Services
Canadian Pacific Railway

TITLE: Gulf Canada Square

DATE: 401 - 9th Avenue SW
Calgary, AB T2P 4Z4 Apr. 23/04

STATE OF OREGON)

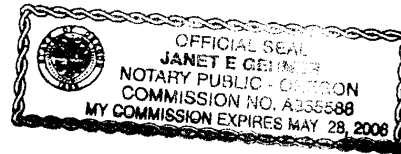
COUNTY OF CLACKAMAS)

) ss.

On this 23rd day of April, 2004, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Executive Vice President of Greenbrier Leasing Corporation that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Janet E. Grimmer
NOTARY PUBLIC

My commission expires: 5/28/2006



PROVINCE OF ALBERTA)

CITY)

COUNTY OF CALGARY)

) ss.

On this 22nd day of April, 2004, before me personally appeared JOHN WALSH, to me personally known, who being by me duly sworn, says that s/he is the VP R.E. + S.S. of Canadian Pacific Railway Company that the foregoing instrument was signed on behalf of said corporation, and s/he acknowledged that the execution of the said instrument was her or his free act and deed.

D. F. Barnhardt
NOTARY PUBLIC

My commission expires: _____

G:\WORD\LEASE\2003\CAN PAC SCH 6 28 CENTER PARTITION CARS 12010

DON BARNHARDT
Broker and Solicitor
Suite 2000, 401 9th Avenue S.W.
Calgary, AB T2P 4Z4
Telephone: 319-8183